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FROM: L. HOLLAND & KNIGHT

FAX NO.: 407.244.5288

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Florida Department of State
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BASIC AMENDMENT

FLORIDA CENTER FOR ORTHOPAEDICS, P.A.

Certificate of Status	1
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Restated Art. w/ NAME Change

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**ARTICLES OF RESTATEMENT
TO
THE ARTICLES OF INCORPORATION
OF
FLORIDA CENTER FOR ORTHOPAEDICS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Restatement to its Articles of Incorporation, pursuant to which it is converting from a professional service corporation under Chapter 621 of the Florida Statutes to a general business corporation under Chapter 607 of the Florida Statutes:

Article I - Name

The name of the corporation is FLORIDA CENTER FOR ORTHOPAEDICS, P.A. (hereinafter referred to as the "Corporation").

Article II - Amendments to Articles of Incorporation

The restatement of the Articles of Incorporation of the Corporation contains amendments to the Articles of Incorporation requiring shareholder approval.

Article III - Adoption and Text of Articles of Restatement to the Articles of Incorporation

The sole director of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 22nd day of March, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved a resolution approving the Articles of Restate-

This instrument prepared by:
Stephen R. Looney, FL BAR 0628344
200 South Orange Avenue
Suite 3000
Orlando, FL 32801
(407) 244-1148

ment of the Articles of Incorporation by written consent dated the 22nd day of March, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the restatement of the Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be FLORIDA CENTER FOR ORTHOPAEDICS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 10000 West Colonial Drive, Suite 1402, Ocoee, Florida 34761.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be 10000 West Colonial Drive, Suite 1402, Ocoee, Florida 34761. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is RICHARD C. SMITH, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Richard C. Smith, M.D.	10000 West Colonial Drive Suite 1402 Ocoee, Florida 34761

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Richard C. Smith, M.D.	10000 West Colonial Drive Suite 1402 Ocoee, Florida 34761

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

Article IV - Effective Date of Restatement

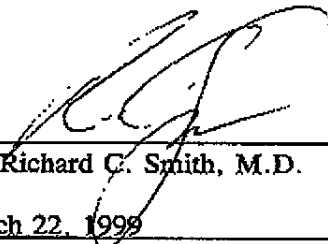
The effective date of the restatement of the Articles of Incorporation of the Corporation set forth herein shall be March 22, 1999.

Dated this 22nd day of March, 1999.

FLORIDA CENTER FOR ORTHOPAEDICS,
P.A.

By: 
Richard C. Smith, M.D., President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Restatement to the Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Richard C. Smith, M.D.

Date: March 22, 1999

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